

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE NEXCEN BRANDS, INC.
SECURITIES LITIGATION

Master File No. 1:08-cv-04906-AKH

This document relates to: all actions

**DECLARATION OF LORI A. MARTIN IN SUPPORT OF THE MOTIONS TO
DISMISS THE CONSOLIDATED AMENDED CLASS ACTION COMPLAINT BY
DEFENDANTS NEXCEN BRANDS, INC. AND DAVID S. OROS**

I, Lori A. Martin, declare as follows:

1. I am a Partner at the law firm of Wilmer Cutler Pickering Hale and Dorr LLP, counsel for Defendants NexCen Brands, Inc. ("NexCen") and David S. Oros ("Oros") in the above-captioned action. I submit this declaration in support of the Motions to Dismiss the Consolidated Amended Class Action Complaint by NexCen and Mr. Oros. I am familiar with the facts set forth herein, and if called as a witness, I could and would testify competently under oath to the matters set forth.

2. A true and correct copy of NexCen 2007 Form 10-K, dated March 21, 2008, is attached as Exhibit A.

3. A true and correct copy of NexCen Press Release, dated January 29, 2008, is attached as Exhibit B.

4. A true and correct copy of NexCen Form 8-K, dated January 29, 2008, is attached as Exhibit C.

5. A true and accurate transcript of NexCen's January 30, 2008 Conference Call is attached as Exhibit D.

6. A true and correct copy of NexCen Press Release, dated March 14, 2008, is attached as Exhibit E.

7. A true and accurate transcript of NexCen's March 14, 2008 Conference Call is attached as Exhibit F.

8. A true and correct copy of NexCen Press Release, dated May 19, 2008, is attached as Exhibit G.

9. A true and accurate transcript of NexCen's May 19, 2008 Conference Call is attached as Exhibit H.

10. A true and correct copy of NexCen Form 8-K, dated August 19, 2008, is attached as Exhibit I.

11. A true and correct copy of NexCen 2007 Form 10-K/A, dated August 11, 2009, is attached as Exhibit J.

12. A true and correct copy of NexCen Press Release, dated February 24, 2009, is attached as Exhibit K.

13. A true and correct copy of NexCen Press Release, dated July 1, 2009, is attached as Exhibit L.

14. A true and correct copy of NexCen Press Release, dated March 21, 2008, is attached as Exhibit M.

15. A chart of 2007 NexCen Statements Challenged in Amended Complaint is attached as Exhibit N.

16. A chart of 2008 NexCen Statements Challenged in Amended Complaint is attached as Exhibit O.

17. A true and correct copy of NexCen Press Release, dated August 9, 2007, is attached as Exhibit P.

18. A true and correct copy of NexCen Press Release, dated November 8, 2007, is attached as Exhibit Q.

19. A true and correct copy of NexCen 2006 Form 10-K, dated March 16, 2007, is attached as Exhibit R.

20. A true and correct copy of NexCen Form 10-Q, dated May 10, 2007, is attached as Exhibit S.

21. A true and correct copy of NexCen Form 10-Q, dated August 9, 2007, is attached as Exhibit T.

22. A true and correct copy of NexCen Form 10-Q, dated November 9, 2007, is attached as Exhibit U.

23. A true and correct copy of NexCen Form 8-K, dated June 7, 2006, is attached as Exhibit V.

24. A true and correct copy of NexCen Schedule 13D, dated April 17, 2007, is attached as Exhibit W.

25. A true and correct copy of NexCen Form 4, dated April 6, 2007, is attached as Exhibit X.

26. A true and correct copy of NexCen Form 4, dated March 25, 2008, is attached as Exhibit Y.

27. A true and correct copy of NexCen Form 4, dated March 26, 2008, is attached as Exhibit Z.

28. A true and correct copy of NexCen Form 4, dated March 26, 2008, is attached as Exhibit AA.

29. A true and correct copy of NexCen Form 4, dated March 27, 2008, is attached as Exhibit BB.

30. A true and correct copy of NexCen Form 4, dated March 27, 2008, is attached as Exhibit CC.

31. A true and correct copy of NexCen Form 4, dated March 27, 2008, is attached as Exhibit DD.

32. A true and correct copy of NexCen Form 4, dated March 28, 2008, is attached as Exhibit EE.

* * *

I declare under penalty of perjury that the foregoing statements made by me are true. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

Executed on October 8, 2009, in New York, New York.


Lori A. Martin